



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

JUNE 29, 2000

6115-729-8

HANDY WARD
LANCE STEINHART
6455 E JOHNS KING
DULUTH, GA 30097

RE IPVOICE COMMUNICATIONS, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND A CERTIFICATE OF AUTHORITY, ACKNOWLEDGING YOUR REGISTRATION.

THESE DOCUMENTS MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

Jesse White

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

OFFICIAL FILE

I.C.C. DOCKET NO. 00-047811 Exhibit No. 2Witness BourmanDate 8/2/2000 Reporter _____

File Number 6115-729-8

State of Illinois
Office of
The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN THIS STATE OF
IPVOICE COMMUNICATIONS, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be
affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 29TH
day of JUNE A.D. 2000 and of
the Independence of the United States the two
hundred and 24TH .



Jesse White

Secretary of State

Form **BCA-13.15**
(Rev. Jan. 1995)APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS**SUBMIT IN DUPLICATE!**George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834

This space for use by Secretary of State

FILED

JUN 29 2000

JESSE WHITE
SECRETARY OF STATEThis space for use by
Secretary of State

Date 6-29-00

License Fee \$ 79.33

Franchise Tax \$ 75.00

Filing Fee \$

Penalties \$

Approved: 154.27

Payment must be made by
certified check, cashiers check,
Illinois attorney's check, Illinois
C.P.A.'s check or money order,
payable to "Secretary of State."

INVOICE COMMUNICATIONS, INC.

1. (a) CORPORATE NAME: _____

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Delaware(b) Date of Incorporation: December 10, 1997(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located: (b) Address of principal office in Illinois:

5050 No. 19th Avenue Suite 416None (If none, so state)Phoenix AZ 85015

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent TCS Corporate Services, Inc.

First Name

Middle Name

Last Name

Registered Office One West Old State Capital Plaza

Ste. 805

Number

Street

Suite #

Springfield62701

City

Zip Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

Delaware6. Names and residential addresses of officers and directors: See attached.

Name	No. & Street	City	State	Zip
President				
Secretary				
Director				
Director				
Director				

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:
(If not sufficient space to cover this point, add one or more sheets of this size.)

Provide Telecommunication Services

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
common		.001	10,000	1,000

9. Paid-in Capital: \$ 1,586,664
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 500,000.00
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 0
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 1,000,000.00
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 50,000.00

11. Interrogatories: (Important - this section must be completed.)

5050 No. 19th Ave, Ste 416, Phoenix, AZ 85016

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance:
(b) Number of shares of all classes owned by residents of Illinois: 0
(c) Number of shares of all classes owned by non-residents of Illinois: 10,000
(d) Is the corporation transacting business in this state at this time? No
(e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated 5/11, 2000 IPVOICE COMMUNICATIONS, INC.
(Exact Name of Corporation)

attested by Julie F. Bahavar by Barbara S. Will
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

Julie Bahavar Secretary
(Type or Print Name and Title)

Barbara S. Will President
(Type or Print Name and Title)

- * PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

- ** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

LIST OF OFFICERS & DIRECTORS OF
IPVOICE COMMUNICATIONS, INC.

Officers

Barbara S. Will, President & COO
Anthony Welch, Sr. VP of Research & Development
Harry R. Bowman, Executive Vice President
Julie J. Bahavar, Controller & Secretary
James K. Howson, Chief Executive Officer

Residential Addresses:

8027 E. La Junta Rd., Scottsdale, AZ 85255
6554 S. Olympus, Evergreen, CO 80439
181 Woodland Drive, York, PA 17403
9016 E. Windrose, Scottsdale, AZ 85260
7553 So. Mt. Zirkel, Littleton, OH 80127

Directors

Barbara S. Will
Anthony Welch
Russell Watson

Residential Addresses:

8027 E. La Junta Rd., Scottsdale, AZ 85255
6554 S. Olympus, Evergreen, CO 80439
105 Leader Heights Rd., #100, York, PA 17403

All the above referenced Officers & Directors can be reached at:
5050 No. 19th Avenue, Suite 416, Phoenix, AZ 85015.